



April 22, 2011

David Rubedor, Director
Minneapolis Neighborhood & Community Relations Department
Tri Tech Center, Room 220
331 2nd Avenue South
Mpls., MN 55401

Dear David:

It is my pleasure to submit to you the enclosed community engagement plan for the Central Area Neighborhood Development Organization (CANDO). The plan was adopted by the CANDO board of directors on April 21, 2011, and comprises the following documents:

- Contact information and application (10 pp.)
- CANDO's 2011 budget (2 pp.) and budget for NCRD funds
- Bylaws (14 pp.)
- 2009 tax return – Federal form 990
- Minnesota charitable-organization annual report and acknowledgment letter from the state attorney general
- Status report from the Minnesota secretary of state
- Four most-recent quarterly newsletters.

Board members and I are excited by the prospect of greater community participation with the support and guidance of your department. We hope to build on a solid record of engagement and grow participation to the next level. Thank you for your work with neighborhoods around Minneapolis.

Sincerely,



Jim Parsons, Community Coordinator
Central Area Neighborhood Development Organization (CANDO)
mplscando@gmail.com
612-824-1333
www.thecentralneighborhood.com

**Minneapolis Neighborhood & Community Relations
Community Participation Program**

Application by the Central Area Neighborhood Development Organization

April 2011

Contact Information

Central Area Neighborhood Development Organization aka CANDO

310 E. 38th Street, Room 304
Minneapolis, MN 55409

www.thecentralneighborhood.com

mplscando@gmail.com

Federal EIN: 20-1794339

Board Contact: Melvin North, President
(612) 822-4337

pxmiller2@gmail.com

3405 4th Av. S.
Minneapolis, MN 55408

Staff Contact: Jim Parsons, Community Coordinator
(612) 824-1333

mplscando@gmail.com

310 E. 38th Street, Room 304
Minneapolis, MN 55409

Funding Activities

Q1. After this first funding year, neighborhood organizations will submit proposals for three years of funding from the Community Participation Program. How will your organization engage residents and other stakeholders in 2011 to develop your three-year proposal?

A1. The Central neighborhood has approximately 5% of its Phase I funding remaining from the Minneapolis Neighborhood Revitalization Program, i.e., uncontracted funds of approx. \$280,000 out of the approx. \$6 million allocated in 1995. The neighborhood is to receive approx. \$800,000 in Phase II funding, unless the City of Minneapolis re-allocates 50% of Phase II funds for other purposes. CANDO has contracted with Perch Consulting to lead a review of the Phase I activities and to guide a community-participation process to draft a plan for the use of the Phase II funds. That process will include a community survey. CANDO proposes to use the results of the survey to inform an open, public planning process to develop CANDO's three-year proposal to the Neighborhood & Community Relations Department. CANDO will engage residents and other stakeholders in a series of community meetings during the summer and fall, ending with a presentation of the three-year proposal at CANDO's annual meeting in October.

Q2. What regular outreach and engagement activities will your organization carry out in 2011?

A2. CANDO uses a number of techniques to reach out to and engage the residents and stakeholders of the Central neighborhood. These include:

- A quarterly **newsletter** that is mailed to every commercial and residential street address in the neighborhood, totaling approx. 2,700 in each mailing.
- A safety and crime prevention **conference** for business persons, owners of residential rental property and residents scheduled for Sat., April 9, 10:00 a.m. – 3:00 p.m. at All God's Children Church, 3100 Park Avenue So.
- A newly re-constructed **web site** with a wide range of information on CANDO's housing finance programs, a business directory, a calendar and more.
- Three **advisory committees** that do the heavy lifting on community issues and projects for CANDO: community leadership; economic development, and housing & land use. These committees meet monthly and have a strong record of participation.
- CANDO is still building its **email list**, but has over 250 addresses.
- Stakeholders can follow CANDO on **Facebook** at 'The Central Neighborhood.' In March, postings on CANDO's Facebook page received over 4,000 impressions, double the number it received in December.

- There are approx. ten active **block clubs** in the neighborhood. CANDO supports them with small grants of up to \$300, clean-up events, a tool library, and organizing support including flyering and door-knocking.
- CANDO's housing & land use committee will host a **curb-appeal lottery** again in 2011. Last year, this activity offered up to \$1,000 to home-owners as a one-third match toward the cost of exterior improvements. The projects had to be visible from the street and winners had to allow CANDO to place a sign in their yard. Winners will be invited to display photos and information about their projects at CANDO's annual meeting in October.
- There were six **National Night Out** events in the neighborhood in 2010. CANDO supported several with small grants and flyering.

Q3. How will your organization reach out to under-represented groups in your community? Who are these groups?

A3. The main under-represented groups in the neighborhood are African-Americans, Latinos, recent immigrants including east Africans and Asians, gay/lesbian/bisexual/transgender (GLBT) persons, and low- and moderate-income people of all backgrounds. CANDO has reached out to these communities by forming relationships with local leaders, such as the staff and volunteers of MadDads, who are primarily African-American; the owner and staff at the Minneapolis Spokesman-Recorder, the state's oldest minority-owned business; leaders of the Circle of Discipline Boxing Gym; and such individuals as the school-parent liaison specialist and members of staff at the WorkForce Center, who are Latina. CANDO has for several years enjoyed consistent participation at the board level by African-Americans and members of the GLBT community.

CANDO reaches out to these under-represented communities by communicating in a variety of ways as mentioned above, and also by **building relationships** with groups led by persons of color. An example is the South Side Community Focus group, led by retired social worker and African-American activist Ronald Bell. Another example is the Sabathani Community Center, where CANDO's office is located and with whose staff CANDO has built strong relationships. A third example is CANDO's commitment of NRP funding for the Zenteotl (First Energy) Project, which engages Latino families in growing corn and other crops in community gardens and in celebrating corn in song and dance as the traditional first source of energy for the community.

CANDO, working with other groups including MadDads, the 8th Ward City Council Office and All God's Children Church (90% GLBT), achieved a wonderful success in outreach and engagement in January, when over 150 people including Mayor Rybak and State Rep. Hayden attended a **fund-raiser for Guadalupe Galeno-Hernandez**, a girl who was viciously shot in November on Chicago Avenue. The event was very well attended by Latino residents and supporters, as well as GLBT residents and church members,

African-Americans and Anglo-Americans. A performance by a Mexican folk-dance troupe, a piñata-busting game and food donated by five local Mexican restaurants all made for a festive atmosphere that was comfortable and enjoyable for all. The event, which drew volunteers and attendees from outside the neighborhood as well as inside, was well covered by the English-language and Spanish-language television and radio stations.

Q4. What planning activities would your organization like to carry out in 2011?

A4. CANDO carried out a major strategic planning effort in 2008-2009, resulting in the adoption of a five-year strategic plan and a comprehensive revision to the 1995 NRP action plan and budget. This work allowed CANDO's committees to increase the productivity of NRP funding by moving resources out to programs and organizations in the neighborhood, such as the Minneapolis Police Department and Hennepin County Probation for a bicycle patrol, or Pillsbury House for an art program, among several others.

CANDO has contracted with Perch Consulting to carry out a review of the NRP Phase I in the Central neighborhood and to engage the community in creating an NRP Phase II plan. CANDO expects to be able to submit a report and plan to the NRP by June 30. This effort will include a survey of opinions and concerns in the community. The results of the survey will be reported at a community meeting to inform the Phase II planning. All this work will be built upon for the NCR planning, which will involve a series of public meetings, both as part of CANDO's committee schedule and independently, to gather further input and priorities. The first such meeting is scheduled for April 20, 2011.

There is a sense that the facts on the ground around housing occupancy, tenure, the condition of the housing stock and related issues have changed rapidly since 2007. CANDO would like to accomplish data-gathering, including 2010 census data and data from the City of Minneapolis, to gain a better sense of where the stress points in the neighborhood's housing are and how CANDO might best go about addressing them. The fact that by state law 70% of the NRP Phase II funds must be devoted to housing or housing-related activity highlights the utility of such information for CANDO. CANDO would like to be able to ascertain whether its housing finance programs, which are administered by Neighborhood Housing Services (NHS), have had the desired stabilizing effect on housing in the neighborhood. CANDO would also like to evaluate NHS's performance as loan administrator for the housing finance programs for the Central neighborhood.

Q5. How does your organization provide information to the community? How do you gather information from the community?

A5. CANDO provides information to the community in several ways:

- **Quarterly newsletter.** CANDO mails its newsletter to every residential and commercial street address in the Central neighborhood, some 2,700 copies in all. The newsletter reports on happenings at CANDO and gives information about programs and services available in the neighborhood. The summer issue typically includes a nomination form for anyone who wishes to run for the CANDO board of directors; the fall issue, which comes out in early October, includes a slate of candidates for the board election with photos and biographical information. The election is held at CANDO's annual meeting on the third Thursday in October. Since the spring 2010 issue, CANDO has made available the opportunity for public and non-profit agencies to place an insert in the newsletter. These inserts are typically in English and in Spanish. Inserts have included:
 1. A four-page insert from Hosmer Library listing the many classes, events and programs available there.
 2. A two-page insert from the Minneapolis Parks listing the sports, events and activities at Green Central Park & Gym.
 3. An insert on the Urban Summer Academy at Park Avenue Youth & Family Services.
 4. An insert on the youth programs at Pillsbury House & Theatre.
 5. An insert on the free community meals at All God's Children Metropolitan Community Church.
 6. An insert listing classes at the Chicago Avenue Fire Arts Center.
 7. An insert promoting the Zenteotl Project.
 8. Two inserts from the U.S. Census Bureau.
 9. An insert on the Parenting Program at Urban Ventures.
- **CANDO's new web site: www.thecentralneighborhood.com.** This site has special features such as a block-club page with a locator map, a blog and bulletin board and highlighted businesses. The site launched in late March 2011.
- **CANDO's Facebook page: The Central Neighborhood.** CANDO is posting 30 to 40 items a month on Facebook and has well over 100 friends.
- **Regular, monthly committee and board meetings.** CANDO has maintained a regular meeting schedule for its board and three advisory committees for several years. All but one of these meetings take place on Thursday nights; people active in CANDO know that "Thursday night is CANDO night!"
- **Flyers and posters.** CANDO periodically flyers parts of the neighborhood on foot to promote block-club meetings and other events. CANDO puts up posters at indoor and outdoor locations around the neighborhood to promote events such as the annual meeting. CANDO has used staff, volunteers and youth groups at Green Central Park and the LaVictoria Program at Urban Ventures to distribute flyers.

- **Mailings.** In addition to the quarterly newsletter, CANDO occasionally mails flyers and other information to two lists: 1) All the street addresses in the Central neighborhood, numbering about 2,700, and 2) The CANDO membership, numbering about 250. In 2010, such mailings promoted an ice-cream social cum special election to the CANDO board, a free car wash and CANDO's curb-appeal lottery.
- **E-mailings.** CANDO sends email blasts to its list of approximately 250 email addresses periodically. CANDO is selective in what information is sent this way, so that CANDO does not turn off members by sending too much information. CANDO sends out an email blast every week on average. CANDO would like to increase greatly the number of email addresses for residents that CANDO has.
- **Telephone calls.** CANDO staff and volunteers occasionally call members and block leaders to promote an event or program. CANDO employs a part-time (four hours per week) outreach worker, who is a high-school student, to make telephone calls, distribute flyers and work at events.
- **Outreach at Hosmer Library.** CANDO has found that one of the best places for heavy foot traffic representing a cross-section of the community is Hosmer Library. With the cooperation of library staff, CANDO periodically places staff and volunteers at the library to speak to patrons as they enter and to distribute written information. In the spring of 2010, CANDO had an outreach event at Hosmer Library with staff from NHS, promoting the housing finance programs available in the Central neighborhood; staff from CANDO and NHS simply spoke to patrons as they entered the library and gave them flyers about the programs.

Some of the techniques listed allow for two-way communication, enabling CANDO to gather information from the community. CANDO also uses these techniques:

- **Community Survey.** Perch Consulting has designed a community survey for CANDO's Phase II NRP planning work, and distributed it to a random sample of 400 households in the Central neighborhood. The survey will also be available through other venues, i.e., meetings. The survey asks questions about housing, crime, youth, transportation, shopping and business activity, social and city services and CANDO itself. It also asks for personal and household data. The results of the survey will inform the NRP Phase II plan for the Central neighborhood.
- **Contact function on CANDO's new web site.** The new site has a contact function that allows site visitors quickly and easily to contact CANDO via email.
- **Door-knocking and business visits.** CANDO has a tradition of door-knocking in pairs in the spring, summer and fall. Staff will door-knock with a block leader to strengthen or expand a block club; the three-way dynamic between staff, block leader and resident allows for a richer conversation than would a one-person door-knocking effort. Pairing with a block leader enables staff to establish rapport quickly with the resident answering the door; staff being on hand with

written materials adds legitimacy to the visit. The door-knocking is not just to impart information to residents, but is in fact a mini-interview that is intended to gather the resident's name and contact information and more importantly, information about his or her concerns, issues, enthusiasms or ideas regarding the neighborhood. Door-knocking is a core recruitment function of CANDO as a community-organizing group. Door-knocking is one way that CANDO ensures that it is organizing and working on the issues that people care about; done right, this leads to greater participation and motivation among volunteers.

Q6. What festivals and events will your organization host or support in 2011?

A6. CANDO helped organize the very successful **fundraiser for Guadalupe** in January (see A3) by helping pull together a planning committee, by publicizing the event in CANDO's newsletter and on Facebook, by soliciting and obtaining food donations from five Mexican restaurants and by performing other support work. The event was volunteer-led and volunteer-driven; the silent auction was a huge success and was organized almost entirely by volunteers. CANDO posted photos and descriptions of items to be auctioned off on its Facebook page. CANDO board member Hannah Crumb was the lead, volunteer organizer of the event.

Safety & Activities Conference, Sat. April 9. This event was organized by CANDO in conjunction with the Minneapolis Police Department (MPD). The event attracted nearly twenty landlords to sessions by a property management expert, Jennifer Olson Spadine, and by Luther Krueger of the MPD. This may be the first time in over a decade that owners of residential rental property in the Central neighborhood came together to learn about the best practices in property management. CANDO hopes to organize this group as a set of responsible landlords. The conference was also attended by residents and business owners, who were able to interact with representatives from a variety of organizations promoting safety at home and in the work place.

Minneapolis-St. Paul Home Tour, Sat., April 30, 10:00 – 5:00; Sun., May 1, 1:00 – 5:00. 3121 Columbus Avenue South. CANDO will have volunteers and materials at the event. CANDO posted pictures online, taken before the renovation of the house by Urban Homeworks. CANDO had opposed demolition of the house by the city and brought the house to the attention of Urban Homeworks.

Painted Ladies and Period Gardens: Historic Home Exteriors and Gardens, Sat., April 30. Organized by CANDO as a way to promote and prepare for CANDO's curb appeal lottery, the class will examine paint selections drawing on expertise from Hirschfield's Paint Store, as well as plant selections typical of the Victorian era. Colorful palettes and exotic, dramatic plants were in vogue at the time many of the houses in the Central neighborhood were built. Presented by CANDO's housing & economic development specialist, Kristi Johnson.

Hosmer Library **Talent Show** at Green Central Gym, Sat., April 30 at 2:00 p.m. Supported and funded in part by CANDO. CANDO has put up posters in the vicinity of the show and posted information about it on Facebook and on CANDO's web site, www.thecentralneighborhood.com.

Welcome Home, Guadalupe! On Sat., May 7. From 5:00 to 9:00 p.m. at Urban Ventures, 3025 4th Av. S. Organized by CANDO in partnership with MadDads, the 8th Ward City Council Office, Urban Ventures, Sisters Camelot and committed volunteers. Not a fundraiser, but rather a celebration of Guadalupe's homecoming from the hospital after five month's of recuperation from a drive-by shooting in November. Guadalupe, who turned 13 while hospitalized, has inspired many with her resilience and hope.

Plant Sale at Hosmer Library, Sat., May 14 at 10:00 a.m – 2:00 p.m. Second annual sale organized by CANDO. Flowers, vegetables and herbs nursed from seed by volunteers; proceeds benefit CANDO.

Family Fair, Sat., May 21, at All God's Children Church, 3100 Park Av. S. This event is for parents and their children ages birth to ten years. A fun event with animals, food, music, Barrilito the Clown and more!

Curb Appeal Lottery Drawing, Thurs., May 26, 6:30 p.m. at Sabathani Community Center. The second annual curb-appeal lottery for CANDO, making one-third-matching grants of up to \$1,000 available to owners of residential property. Proposals for beautification projects must be submitted by May 16, and the winning entries will be chosen at random at the meeting of CANDO's housing committee on May 26. Winners agree to put a yard sign up and to have a simple display about their project at CANDO's annual meeting in October.

Pride Festival. CANDO will have a booth staffed by volunteers at the massive festival in Loring Park on the weekend of June 25-26 for the purpose of promoting the Central neighborhood's assets and amenities to people who might wish to live or operate a business in Central. CANDO board member Hannah Crumb has already put together a duty roster and recruited a number of volunteers to work at the Pride festival.

World Music Concerts at Hosmer Library. CANDO has a contract with the Hennepin County Library System to support collections and programs at Hosmer Library, which is located in the Central neighborhood. The programs include Hosmer's well-known world music concerts, which bring folk artists from around the country to present an eclectic array of live music. The concerts take place on Saturdays at 2:00 p.m. and are free.

National Night Out on Tues., Aug. 2. In 2010, six block clubs in Central held gatherings in the Central neighborhood; all received assistance from CANDO in the form of flyering, emailing, small grants of up to \$300 and promotional materials (t-shirts,

mugs, coasters) with the new logo of the neighborhood. CANDO will continue to make small grants available to support the work of block clubs.

CANDO's Annual Meeting on Thurs., Oct. 20, at 5:00 p.m. at Green Central Elementary School. The meeting will feature displays about the homes improved by the curb-appeal lottery. The meeting will have a financial report, a report on highlights of the year, elections for CANDO's board of directors, dinner and music. The dinner will be supplied in part by food grown by youth at Pillsbury House at 35th & Chicago and the Paradise Garden at 34th & Chicago, work that is supported by a grant to CANDO from the Center for Urban & Regional Affairs at the University of Minnesota.

Up & Rising Festival. CANDO is located in the Sabathani Community Center, which hosts an annual festival in the late summer/early fall, the Up & Rising Festival. CANDO has had a booth at the festival, has sponsored children's games and one year brought a solar-energy demonstration to Up & Rising. CANDO volunteers staff the CANDO booth and assist with festival activities.

Q7. What else would you like the Neighborhood & Community Engagement Commission to know about your organization?

A7. CANDO has in the last year pushed hard to improve the image of the Central neighborhood and to improve the quality of communication with the neighborhood. As mentioned above, CANDO's new web site, www.thecentralneighborhood.com, is designed to make it easy for residents and others to obtain information about CANDO's work and about events and businesses in the neighborhood. CANDO's Facebook page ('The Central Neighborhood') has seen a doubling of the number of impressions from December 2010 with approximately 2,000 to March 2011 with over 4,000. Fourteen CANDO volunteers put up new signs around the boundary of the neighborhood in the fall of 2010 to welcome people to the area. Although the new logo and the new brand for the Central neighborhood were developed by a marketing company, there was a great deal of involvement by neighborhood volunteers in that work. The same was true for the recently-completed web site; two volunteers were trained as site administrators in addition to staff.

CANDO has a strong record of citizen participation; its community-leadership committee had sixty individuals attend one or more of its monthly meetings in 2010. One of the ways that CANDO brings in new people is door-knocking; CANDO will continue to knock on doors in the neighborhood, using bilingual (English & Spanish) pairs in many cases.

An important aspect of CANDO's record since its formation in 2004 is financial. CANDO's predecessor organization, after building a twenty-year record of success, collapsed among allegations of financial mismanagement and misappropriation and lawsuits for such missteps as sexual harassment and wrongful termination. CANDO has used a fiscal agent and taken other steps (such as auditing, written check requests and dual signatories) to ensure that CANDO's finances are transparent.

Slowly, CANDO has built a reputation for open and honest stewardship of the public resources entrusted to it; this has built residents' trust in their neighborhood group and allowed the financial drama and trauma of the past to recede into neighborhood history.

Q8. Besides funding, what are some other ways that the NCR and NCEC can help your neighborhood organization?

A8. The neighborhood organizations in Minneapolis could no doubt benefit from an organization that would function in part as a trade association. The Neighborhood Revitalization Program has done this in such notable areas as insurance, a neighborhood news digest, and training for staff and volunteers. Still, neighborhood groups are parochial by definition and continually struggle not to become isolated. The NCR and NCEC can lead the neighborhood organizations in learning from one another and in learning about the best practices in use nationally. They can also lead in helping neighborhood groups spread their message of citizen participation in decision-making, effective leveraging of funds and of the mobilization of the tremendous energy of residents and stakeholders, so that the public and the policy-makers know that neighborhood organizations make an enormous difference in the quality of life in Minneapolis.

See CANDO's budget attached.

CANDO**2011 Budget**

P. 1

Approved by the CANDO board on March 17, 2011.

See p. 2 for pass-through program amounts

Revenues

Minneapolis CPED	13,900	Slight reduction from 2010 per trend
Mpls. Neighborhood & Comm.ED	84,786	As determined by the City
NRP - Operations	35,719	Plug number to equate revenues with expenses
NRP - Programs, from page 2	198,200	
Foundations/Grants	15,000	Proposed goal for 2011; may include other gov't funds
Donations	<u>2,000</u>	Proposed goal for 2011

Total \$ 349,605

Expenses**Personnel**

Salaries	69,531	See details on page 2
Payroll taxes	5,166	2010's actual ratio times 2011 Salaries
Health insurance	13,118	1.8 FTE @ \$7,288/FTE, the 2010 budgeted amount per 1.0 FTE
Unemployment/Workers Comp	1,755	2010's actual amount times 1.8 FTE
401(k) program	<u>2,200</u>	2010's actual amount rounded to nearest \$100
	91,770	

Office

Rent	8,240	2010 actual plus 1%
Internet	240	Based on Sabathani as ISP
Phone	120	Annual Ooma.com service fee
Liability and D&O insurance	0	Provided free of charge by the Neighborhood Revitalization Program
Supplies/postage	500	Same as 2010 budget
Equipment	1,500	Additional computer and phone for Lutheran Volunteer
Printing/copying/paper	<u>500</u>	Same as 2010 budget
	11,100	

Professional Services

Consulting	8,500	NRP Phase I review and Phase II plan: contract with Perch Consulting
Interpreting/translating	500	Same as 2010
Audit/Accounting	1,000	Switch to auditing every other year?
Legal	1,000	No expense in 2010.
Marketing/publicity	15,000	Housing marketing campaign by Vox Creative
Fiscal agent or bookkeeping	<u>7,500</u>	PPNA's fee for Jan.-April plus 8 months of bookkeeping
	33,500	

Outreach

Postage	200	
Newsletter	8,000	Four issues to 2,700 households; Includes postage
Travel; Dues	335	MN Council of Nonprofits, Lake Street Council, other
Events	4,000	Includes clean-up, plant sale, festival, annual meeting, seniors' events
Meetings: Food, child care, etc.	<u>2,000</u>	Funds for food From Neighborhood & Community Engagement Dept.
	14,535	

Other

Training	500	Same as 2010.
NRP Programs, from page 2	<u>\$ 198,200</u>	
	198,700	

TOTAL \$349,605

Pass-Through Program Amounts**Revenues**

CLC: Safety & Policing	23,000	To include \$3,000 for police foot patrols with residents
CLC: Hosmer Library	22,000	Contracted in 2010.
CLC: Small grants/block clubs	10,500	For block clubs and community improvement
CLC: Youth programs, Gym	8,000	NRP funds (\$800) are under contract with the Park Board
CLC: Art program	5,800	Approved in 2010: sculpture by the Zenteotl Project
CLC: Restorative Justice	5,000	Approved in 2010. Two organizations @ \$2,500 each.
ED: Commercial façade grants	10,000	Funds are under contract with the NRP
ED: Commercial loans	40,000	Estimated use in 2011 of \$150,000 loan pool
ED: Business directory, teen café	19,500	General Mills funds of \$7,500 plus NRP funds
ED: Job & Resource Fair	8,200	NRP funds are in the correct strategies
BLUH: Marketing housing	25,000	
BLUH: Curb Appeal Lottery	20,200	
BLUH: Alley Beautification	<u>1,000</u>	
TOTAL	\$ 198,200	

Expenses

CLC: Safety & Policing	23,000	
CLC: Hosmer Library	22,000	Contracted in 2010.
CLC: Small grants/block clubs	10,500	
CLC: Youth programs, Gym	8,000	
CLC: Art program	5,800	
CLC: Restorative Justice	5,000	Approved in 2010. Two organizations @ \$2,500 each.
ED: Commercial façade grants	10,000	
ED: Commercial loans	40,000	
ED: Business directory, teen café	19,500	
ED: Job & Resource Fair	8,200	
BLUH: Marketing housing	25,000	
BLUH: Curb Appeal Lottery	20,200	
BLUH: Alley Beautification	<u>1,000</u>	
TOTAL	\$ 198,200	

Salaries

Community Coordinator	43,000	2007 salary
Housing & Econ. Dev. Specialist	14,040	Starting April 1 at 24 hours/week, \$15/hour
Lutheran Volunteer	4,875	Full-time starting mid-August @ \$13,000/year
Outreach worker	5,616	Half time in summer, 6 hrs./wk. for 38 wks @ \$12/hr.
	<u>2,000</u>	Summer canvassers (2): \$12/hr, 8 hrs/wk, 10 wks
	\$ 69,531	Equates to 1.8 FTE plus outreach worker, canvassers

CANDO**2011 Budget for NCRD Funds****Revenues**

Neighborhood & Comm. Relations	<u>84,787</u>
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Total	\$ 84,787
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Expenses**Personnel**

Salaries	46,091	See details below
Payroll taxes	3,424	
Health insurance	8,696	
Unemployment/Workers Comp	1,163	
401(k) program	<u>1,458</u>	
	60,833	

Office

Rent	5,462	
Internet	159	Based on Sabathani as ISP
Phone	80	
Liability and D&O insurance	1	Provided free of charge by the Neighborhood Revitalization Program
Supplies/postage	331	
Equipment	994	Additional computer and phone for Lutheran Volunteer
Printing/copying/paper	<u>331</u>	
	7,359	

Professional Services

Consulting	0
Interpreting/translating	331
Audit/Accounting	663
Legal	663
Fiscal agent or bookkeeping	<u>4,972</u>
	6,629

Outreach

Postage	133	
Newsletter	5,303	Four issues to 2,700 households; Includes postage
Travel; Dues	222	
Events	2,652	Includes clean-up, plant sale, festival, annual meeting, seniors' events
Meetings: Interpreters, child care, e	<u>1,326</u>	
	9,635	

Other

Training	<u>331</u>	Same as 2010.
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TOTAL	\$84,787
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Salaries

Community Coordinator	28,504	Pro rata share of 2007 salary
Housing & Econ. Dev. Specialist	9,307	Pro rata share
Lutheran Volunteer	3,232	Pro rata share
Outreach worker	3,723	Pro rata share
	<u>1,326</u>	Pro rata share
	\$ 46,091	

Amended and Restated
Central Area Neighborhood Development Organization Bylaws
a.k.a. CANDO

ARTICLE I. CORPORATION NAME:

The name of this non-profit corporation will be Central Area Neighborhood Development Organization. The corporation may also be referred to as CANDO.

ARTICLE II. MISSION, VISION, AND PURPOSE STATEMENTS:

- (a) **MISSION:** CANDO promotes neighborhood livability and stability, fosters economic development, and strengthens communication through inclusive and representative community involvement.
- (b) **VISION:** Central neighborhood is a safe, clean, vibrant community, where all residents are active participants, united in strengthening the quality of life and economic stability of the neighborhood.
- (c) **PURPOSE:** CANDO is a community driven organization that engages residents, property owners, business owners, and others invested in the Central neighborhood through regular activities, meetings, and events to:
 - (i) Provide an organized voice for residents of the Central neighborhood.
 - (ii) Advocate on behalf of residents, property and business owners, of the Central Neighborhood.
 - (iii) Build strong community relationships that cross economic, cultural, and generational lines in order to protect our rich diversity and ensure open communication between neighbors.
 - (iv) Provide for, and facilitate, opportunities for citizen participation venues at which all voices can be heard.
 - (v) Improve, and/or support efforts to improve, housing stock, education, recreation, child care, transportation facilities, the environment, public safety, community beautification, and other neighborhood services that impact the Central neighborhood.
 - (vi) Encourage a healthy economic environment for the residents of Central, especially the economically disadvantaged, which is realized by;
 - a. Quality businesses which serve, and are accessible to, all residents.
 - b. High quality, living wage jobs accessible to all residents, which also promote advancement and reasonable job security through training or other opportunities.
 - c. Revitalized, restored, and/or stabilized primary business corridors.
 - (vii) Create and maintain a living, vibrant, and self renewing community for this and future generations.

ARTICLE III. AREA AND BOUNDARIES:

The area for which CANDO will provide service is that portion of Minneapolis, Minnesota bounded by:

- (i) East Lake Street to the north;
- (ii) East 38th Street to the south;
- (iii) I-35W South to the west; and
- (iv) Chicago Avenue South to the east.

The area includes the near side of all boundary streets, and is referred to as the "**Neighborhood.**"

ARTICLE IV. MEMBERSHIP:

Section 1. Requirements for Membership in CANDO.

The membership of the Central Area Neighborhood Development Organization is comprised of individuals who have requested such membership via registration as outlined in Section 2 of this Article IV and meet the requirements described below (each a "**Member**"):

- (i) An individual at least 16 years of age; and
- (ii) Must live in the Neighborhood and be able to present acceptable proof of such residency at the Annual, Special, Committee, or Task Force meeting at which they wish to vote. Acceptable proof includes a Minnesota driver's license or State identification card with name, address and photo, or a current utility or water bill with name and address. Acceptable proof for students between the ages of 16 and 21 includes a student I.D. with name, address, and photo, and/or vouching by current Member who does have a photo I.D. with address, available at the time of vouching. No Member may vouch for more than two individuals; or
- (iii) Must own residential property in the neighborhood and be able to present acceptable proof of such ownership at the Annual Meeting, Special Meeting, Policy Committee, or Task Force meeting at which they wish to vote. Acceptable proof includes a State I.D. with name, address, and photo; and/or (1) a current utility or water bill with name and address present; and/or (2) a deed or mortgage note with the Member's name and business or residential address; and/or (3) a business license showing the owners name and business address; and/or (4) a property tax statement. Other forms of identification may be accepted as deemed appropriate; or
- (iv) Must own or be an authorized representative of a licensed business in the Neighborhood and be able to present acceptable proof of such ownership/proprietorship at the Annual Meeting, a Special Meeting, Policy Committee, or Task Force meeting at which they wish to vote. Acceptable proof includes a State I.D. with name, address, and photo; and/or (1) a current utility or water bill with name and address present; and/or (2) a deed or mortgage note with the Member's name and business or residential address; and/or (3) a business license showing the owners name and business address; and/or (4) a property tax statement. Each business may have one Member. Other forms of identification may be accepted as deemed appropriate; or
- (v) Must be an authorized representative of an institution, school, or non-profit organization, located in the Neighborhood, each of which may have one Member, capable of showing proper I.D.

Section 2. Registering to become a Member.

- (a) Eligible persons (pursuant to Section 1 of this Article IV) who wish to become a Member may do so by attending the CANDO Annual Meeting, or a CANDO board meeting, committee meeting, Task Force meeting, or any other CANDO sponsored meeting or event, and affirming that attendance and their intent to become a Member by signing in with his or her name, address, and phone number at that time. Eligible persons may also request membership by phone, mail, electronic mail, or in person, by contacting the Secretary or staff, if any, of CANDO. Proof of membership eligibility, as described in Article IV, Section 1, will be required for any Member who wishes to vote on any issue or election.
- (b) Eligible persons may request membership throughout the year. Names and other identifying information, as offered at the time of membership request, will appear on the typed membership roster prepared for the Annual Meeting, unless the request has been made 30 days, or less, prior to the scheduled Annual Meeting.

Section 3. Membership resignation or termination.

- (a) Any Member may resign their membership at any time by giving written notice to the Board of Directors, the Secretary, or CANDO staff, if any. Such resignation will take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.
- (b) Membership will automatically terminate if the Member no longer meets the membership requirements in Article IV, Section 1. Membership also will automatically terminate two years after the last meeting attended by the Member, unless the Member requests of the board to be excused from this provision due to illness or hardship.

Section 4. Interest in property.

The Members will not, as such, have any right, title or interest in the real or personal property of this corporation.

ARTICLE V. VOTING:

Section 1. Eligibility.

- (a) Unless otherwise specified in these Bylaws, any Member may vote at any Annual Meeting, Special Meeting, Policy Committee or task force established by the Board for which it has authorized membership voting ("**Task Force**").
- (b) Upon meeting the qualifications laid out in these Bylaws, each Member may cast one vote on any active motion at Annual Meeting, Special Meeting, Policy Committee or Task Force in which they are in attendance. Additionally, eligible members will have one vote for each board seat being filled during elections at the Annual Meeting.
- (c) A list of the voting membership of this corporation will be kept by the Secretary of the corporation pursuant to Article VI, Section 4 of these Bylaws.

Section 2. Quorum.

The presence of ten (10) percent of the voting membership, as determined by the membership list established in Article VI, Section 4, will constitute a quorum at any Annual Meeting or Special Meeting. The members present and entitled to vote at any meeting, although less than a quorum, may discuss business and adjourn the meeting if there is consensus. However, no votes on any issue may be taken. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present must be cast to transact any business, unless otherwise provided by these Bylaws. When any meeting of the members is adjourned to another time and/or

place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE VI. MEETINGS OF THE GENERAL MEMBERSHIP:

Section 1. Annual meeting.

- (a) The annual meeting of the membership will be held on the third Thursday in October of each year (the "**Annual Meeting**"), or at such time as the board may determine, providing that the meeting will not be earlier than the first Monday in October nor later than the second Thursday of November.
- (b) All registered members of CANDO will be notified in writing, by U.S. mail as funds permit, of the date, time, and location of the Annual Meeting, at which board elections, among other business will take place.
- (c) The neighborhood will also be notified of the Annual Meeting via flyers, leaflets, and/or newsletters delivered door to door or by U.S. mail as funds permit.
- (d) Items may be voted on at the Annual Meeting, or at any duly called Special Meeting, only if such items are on the agenda. Members may submit agenda items for consideration to the President or Secretary, in person or by mail at the primary offices of CANDO, at least ten (10) days before the Executive Committee meeting, which will convene just prior to the membership meeting at which the Member wishes an item to be placed on the agenda. All reasonable efforts will be made to ensure the provision of a meeting environment and location that is inclusive of all members and/or participants, including those with physical impairments, language differences, or other special considerations.

Section 2. Special meetings.

- (a) Special meetings of the membership of CANDO (each a "**Special Meeting**") may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of either fifty (50) members, or ten percent of the voting membership, (whichever is less), of CANDO. Anyone entitled to call a Special Meeting of the members may do so by making a written request to the President. The President will present the request at the next regularly scheduled Board meeting, and the Board of Directors, within thirty (30) days of review of the request, will set the date of such meeting. The meeting will be held no later than ninety (90) days after receipt of such demand by the Board of Directors, and will be advertised in a manner similar to the Annual Meeting.
- (b) Any Special Meetings will be held in the county where the registered office is located. The business transacted at a Special Meeting is limited to the purposes stated in the meeting notice. All reasonable efforts will be made to ensure the provision of a meeting environment and location that is inclusive of all members and/or participants, including those with physical impairments, language differences, or other special considerations.

Section 3. Notice.

- (a) At a minimum, notification of Annual Meetings or Special Meetings will be made to Members and the general neighborhood via flyers and/or leaflets delivered by U.S. mail, hand delivered or posted in public places at least thirty (30) days, but not more than ninety (90) days before the meeting. Meeting notification posted in community newspapers is subject to the same time criteria.
- (b) Further, if time and funds permit, CANDO will provide (i) notification of the Annual Meeting and elections in the summer edition of the CANDO newsletter, and include a nomination form for board elections with a request for contact information and a biography; (ii) written notice of the Annual Meeting of the membership, stating (at a minimum) the date, time, and place of the meeting, and delivered at least thirty (30) days, but not more than ninety (90) days before the meeting; (iii) a roster

of Board of Director nominees and their personal information, as transcribed from their nomination form, in the fall edition of the CANDO newsletter.

- (c) Board of Director candidate information will also be posted or distributed in packets to the membership at the Annual Meeting. Nominations for a seat on the Board of Directors will be accepted not less than thirty (30) days, nor more than ninety (90) days, prior to the Annual Meeting date from candidates who wish to have their nomination announced prior to the Annual Meeting. Nominations for Board of Director candidates will be taken from the floor at the Annual Meeting
- (d) Special Meetings will be advertised in a similar manner as time and funding permits.

Section 4. Members list for meeting.

- (a) A membership list can be requested throughout the year, however, the Board of Directors will fix a date not more than ninety (90) days nor less than thirty (30) days, before the date of the Annual Meeting of the members as the date for determination of the members eligible to vote at the Annual Meeting. In the event the Board fails to set such a date, the date will be the thirtieth (30th) day before the date of the meeting.
- (b) Each year the Secretary will prepare an alphabetical list of names, with contact information, as offered by an individual requesting new, or updating current, membership. The list will serve as the printed membership roster for the Annual Meeting. Beginning two business days after the fixed date, the list will be available at the principal office of this corporation for inspection. Any Member (or the agent or attorney of any Member) may receive a copy of the membership upon written demand delivered to the principle office of CANDO, at the Member's expense, for the sole purpose of communication with other members concerning a meeting. The list will be made available through the date of the meeting and at the meeting.
- (c) The membership list will be used to determine the quorum necessary for Annual or Special Meetings.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1. Board composition - Elected Board of Directors.

- (a) From October 2004 until the Annual Meeting in October of 2005, the Board of Directors will consist of persons appointed by the Incorporators of CANDO, as named in the Articles of Incorporation certified by the Secretary of the State of Minnesota on October 5, 2004.
- (b) Beginning with the first official elections of CANDO in October of 2005, the Board of Directors will consist of no less than thirteen (13), and no more than fifteen (15) elected Directors (each a "Director"). In October 2005, the first full year of business for CANDO, the membership will elect 15 Directors, eight (8) of whom will serve a one (1) year term, and seven (7) of whom will serve a two (2) year term, the terms being assigned to each elected Director by lottery at the close of elections at the Annual Meeting. Consideration will first be given to any Director who makes a specific request for a one year term. Beginning with the 2006 elections, and from that point forward, eight (8) Directors will be elected to two year terms in even numbered years, and seven (7) Directors will be elected to two year terms in odd numbered years.
- (c) The thirteen (13) to fifteen (15) elected members of the board will be comprised of the following classifications: a maximum of two (2) Directors will be representatives of institutions, schools, or non-profits located in the Central neighborhood; a maximum of two (2) Directors will be owners or representatives of a business, including operating as a landlord, of property located in the Central neighborhood; and the remaining seats will be filled by Central neighborhood residents, of which at least one must be a renter. All elected Directors will have voting privileges on the CANDO Board upon attendance at the first regular meeting scheduled to take place after the Annual Meeting and elections.

- (d) Directors may cast one vote on any active motion at any Board meeting, Annual Meeting, Special Meeting, committee, or task force meeting in which they are in attendance. Additionally, Directors are eligible to serve on any CANDO committee or task force.

Section 2. Eligibility.

Any Member may become a candidate, and subsequently be elected to Director status, provided they have not been the beneficiary of an award, grant, or loan channeled through CANDO within six (6) months prior to elections at the Annual Meeting. This does not include members who have benefited as a result of being included in an area or group which receives benefits provided to all members of that area or group, e.g. block club grants, street lighting, or district-oriented programs.

Section 3. Terms.

- (a) Elected Directors may not serve more than three (3) consecutive terms, or four (4) terms total in any fifteen (15) year period.
- (b) An elected Director will hold office for the term for which he or she was elected and until the end of the meeting at which her or his successor has been elected and until such successor has qualified, or until the Director's death, prior resignation or removal.

Section 4. Removal and vacancies.

- (a) Any Director may at any time be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors for reasons including, but not limited to:
 - i. Disqualification from holding the position, (e.g., moves out of the neighborhood or failure to comply with the requirements of the position); or
 - ii. Violations of conflict of interest policies, duties of care, or fiduciary responsibility.
- (b) A Director that misses any two (2) regularly scheduled meetings of the Board of Directors during the period between the annual meeting of the membership will receive a written notice of such absences from the President and that Director will be requested to appear at the next regularly scheduled Executive Committee to discuss his or her absences. A Director is automatically removed from office when that Director misses any three (3) regularly scheduled meetings of the Board of Directors during the period between the annual meeting of the membership; provided, however, that any absences for reasons qualifying an individual for leave under the Family and Medical Leave Act will not constitute absences under this Section 4(b). The removed Director may appeal such removal solely on the basis of good cause for such absences (e.g., serious illness of the removed Director or a family member) at the next regularly scheduled Board meeting; upon a two-thirds (2/3) vote of all of the remaining Directors, the Board of Directors may restore the removed Director to his or her office if it has not earlier appointed a replacement pursuant to Section 4(d) of this Article VII.
- (c) Any Director may resign at any time during his or her term by submitting a request in writing to the President or Secretary of the Board. Acceptance of the resignation is immediate upon receipt of the request, or upon the date the resigning Director so names in his or her request.
- (d) Any vacancies on the Board of Directors arising less than sixty (60) days before the next Annual Meeting resulting from the death, resignation or removal of a Director will be filled by election of the membership at the next Annual Meeting.
- (e) Any vacancies on the Board of Directors arising more than sixty (60) days before the next Annual Meeting resulting from the death, resignation or removal of a Director may be filled upon a majority vote of the remaining Directors and such Director so appointed will serve until the next Annual Meeting. If the Board of Directors elects to fill any such vacancies under this Section 4(e), the Board

of Directors must select such appointees from the pool of unelected Board of Directors candidates from the immediately preceding Annual Meeting (from the unelected candidates with the greatest number of votes to the least), if such candidates remain willing to serve. If no such unelected candidates remain (or willing to serve), then CANDO may solicit applications from the membership (and then from the Central neighborhood at large, if no or an insufficient number of applications are received from the membership); applicants may be appointed to vacancies on the Board of Directors by a vote of the remaining Directors. Such appointed members of the Board of Directors will have all rights and responsibilities of an elected Director.

- (f) Any vacancy occurring on the Board of Directors because of the death, resignation or removal of a Director will be filled by election by the general membership at the next Annual Meeting.

Section 5. Duties.

- (a) Directors will attend and participate in all Board Meetings, Annual Meetings and Special Meetings, unless otherwise excused; will act as advisors on matters brought to the membership meetings; will preside over, and/or serve on, at least one policy committee or task force; and will organize or co-organize at least one CANDO activity or event per year.
- (b) Board officers and committee chairs will be elected from the Directors of the Board, though no Director will hold more than one officer position, unless otherwise required as a condition of these Bylaws. All Directors, but particularly officers, will endeavor to protect the integrity of CANDO and its procedures and policies, and should refrain from community organizing regarding internal policy making or other issues not authorized by the full board, within committees which they manage.
- (c) Directors and other members of CANDO sub-committees and/or task forces will serve as a conduit to facilitate communication between the Board and their constituents.

Section 6. Powers.

The Board of Directors will have the following powers:

- (a) To develop, monitor, and maintain financial matters.
- (b) To develop, monitor, maintain, and honor policies, procedures, rules, and roles.
- (c) To develop, monitor, and facilitate fulfillment of an Annual Work Plan
- (d) To develop, implement, and participate in citizen participation and training activities.
- (e) To employ such staff as may be necessary to carry out the purpose of this corporation.
- (f) To create and serve on committees or task force groups that forward the mission and purpose of CANDO.
- (g) To conduct the business of the corporation with honesty, integrity, respect, and in good faith of the public trust.
- (h) To support, initiate, and/or provide any other activity deemed necessary and reasonable by the membership, or as provided by law.
- (i) To make the final determination and cast the deciding vote on any matter that is the business of CANDO.

Section 7. Receipt of benefits.

No Director may apply for or receive benefits, directly or indirectly, from any program managed, overseen, or controlled by CANDO for the duration of their Board term and for a period of twelve (12) months following the end of their term, as determined by sign in rosters, and/or membership rosters. This does not include members who have benefited as a result of being included in an area or group which receives benefits provided to all members of that area or group, e.g. block club grants, street lighting, or district-oriented programs.

ARTICLE VIII. OFFICERS.

Section 1. Designation of Officers.

The Executive Officers of CANDO will be a President, Vice-President, Secretary, Treasurer, and one At-Large officer. Officers will be elected by and from the Board of Directors as the first order of business at the first regularly scheduled Board meeting after the Annual Meeting; such elections will be conducted by a temporary chairperson selected by drawing lots. Officers will be elected to one year terms. A Director must have served at least one year on the CANDO Board of Directors to be eligible to serve as President.

Section 2. Duties of Officers.

- (a) The President will preside over all meetings of CANDO, unless he or she finds it necessary or advisable (in the President's reasonable discretion) to appoint a temporary designee to preside over a specific meeting. At his or her reasonable discretion, the President may appoint standing committee or task force chairpersons (unless otherwise provided in these Bylaws) for a period of one year, or to fill a vacant position; will be an ex-officio member of all committees; will act as Chair of Executive Committee meetings; and will perform all other duties typically pertinent to that office, or deemed otherwise necessary by the membership or Board.
- (b) The Vice-President will perform the duties of the office of President in the absence of that official, will act as Chair to the Personnel Committee; will assist the President in any other duties as requested; and will perform all other duties typically pertinent to that office, or deemed otherwise necessary by the membership or Board.
- (c) The Secretary will be responsible to record meeting minutes and maintain a current record of all such meetings of CANDO; will keep all records necessary to maintain a current membership roster; will maintain voter lists, and voter sign in sheets; will maintain current copies of the Bylaws of CANDO as well as a record of Board Officers, actions, and resolutions, and will make such records available to the membership, upon request, at the offices of CANDO; will maintain a history of CANDO; and will perform other duties as required by law. All records and documentation pertaining to or belonging to CANDO will be maintained at the principle office of CANDO.

In the event that the role of Secretary is vacant, the Treasurer will assume the duties of the Secretary and will be known as the Secretary-Treasurer until such time as a new Secretary is chosen.

- (d) The Treasurer will be responsible for supervising the receipt, deposit, and disbursement of all monies of CANDO in accordance with generally accepted accounting standards, all applicable law, and with fiscal policies established by the Board of Directors; will be responsible to ensure that an accurate and current statement of the financial condition of CANDO is available to the Board and the general membership as needed; will carry out the duties of the signatory agent of CANDO; will oversee and/or monitor the filing of necessary records with the Secretary of State, the Internal Revenue Service and other government offices; all to the extent possible and necessary whether in consideration of a contractual relationship with a fiscal agent, bookkeeping service, other paid financial assistance, or in the event CANDO supports its own staff to provide financial services.

In addition, the Treasurer will be responsible for making a full financial report at the Annual Meeting, will act as Chair to the Finance Committee; and will perform other duties required by law.

In the event that the role of Treasurer is vacant, the Secretary will assume the duties of the Secretary and will be known as the Secretary-Treasurer until such time as a new Treasurer is chosen.

- (e) The At-Large Executive Officer will assist with the duties of the other Officers of CANDO as necessary and possible; will oversee the organization of the Annual Meeting; will lead and coordinate efforts to recruit new membership; and will perform any other duties reasonably requested by the Executive Committee.

ARTICLE IX. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings.

Regular meetings of the Board of Directors will be held the third Thursday of each month, at a set time and place to be defined by the Board. No notice of such regular meetings need be given as long as the day, time, and place which have been regularly established are not changed. Notice of any change in the day, place, or time of any regular meeting, or of any adjournment of a regular meeting, will be given personally, by U.S. mail, electronic mail, or by telephone (including facsimile communication), not less than two (2) days before the meeting, excluding the day of the meeting, to all Directors who were absent at the time such action to schedule the meeting was taken.

Section 2. Special meetings.

Special meetings of the Board of Directors for any purpose or purposes will be called by the President or at the written request of any two (2) Directors. Such request will state the purpose(s) of the proposed meeting. The President of CANDO will give notice of all Special Meetings to each Director, stating the time and place thereof, and the purposes for which such meeting is being convened. Notification may be made personally, by U.S. mail, electronic mail, or by telephone (including facsimile communication) not less than five (5), nor more than sixty (60) days before the meeting, excluding the day of the meeting, to the Director's last known address. The business transacted at all Special Meetings of Directors will be confined to the subject(s) stated in the notice and to matters germane there to, unless all Directors of the corporation are present at such meeting and consent to the transaction of other business.

Section 3. Notice.

Directors will be issued notification of meetings personally, by U.S. mail, electronic mail, or by telephone (including facsimile communication) not less than five (5). Such notice, along with any documentation or enclosures pertinent to the meeting and available at time of mailing, will be issued to the last known address of the Director.

Section 4. Quorum.

The conduct of Board business requires a quorum of at least 40% of then-current occupied Board of Director positions. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. Written action (action without meeting).

Any action permitted to be taken at a meeting of the Directors may be taken by written action signed by all of the Directors entitled to vote on the action. Upon signature of the last required Director, immediate notice of the action and effective date will be made to all Directors.

ARTICLE X. COMMITTEES

Section 1. Authority.

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee will have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and will at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors, but must be members of CANDO unless special provisions are made by a two-thirds (2/3) vote of the Board. All actions taken by a committee will be forwarded to the Board of Directors, which will have the right to alter, accept or reject these actions. The Board may from time to time delegate a committee the authority to act on behalf of the organization.

Section 2. Standing Committees.

- (a) The "**Executive Committee**" will have all powers and authority of the Board of Directors in the management of the business affairs of CANDO during the interval between the meetings of the Board of Directors, provided however, that the Executive Committee cannot authorize the expenditure of funds in excess of five hundred dollars (\$500). The decisions of the Executive Committee shall not be considered final or binding until approved by the Board of Directors, except when the Board of Directors has given the Executive Committee full authority in advance to decide and/or act on a given matter. Additionally, the duties of the Executive Committee will be to call meetings in accordance with these Bylaws, plan meeting agendas, and coordinate activities and reports of the committees and task forces.

The members of the Executive Committee will consist of all officers and committee chairs. The Executive Committee will meet at least ten (10) days prior to each regularly scheduled Board Meeting. The Executive Committee will ensure that an agenda and any accompanying documents will be issued to all Directors at their last known address, at least five (5) days prior to regularly scheduled meeting.

- (b) The "**Personnel Committee**" will be established by a vote of the Board. The Personnel Committee will consist of at least three Directors, and its purpose will be to prepare and maintain personnel policies, job specifications, rate of pay, hiring policies and to perform hiring activities, evaluation and termination procedures. This committee will be a sub-committee of the Executive Committee to be chaired by the Vice President.
- (c) The "**Finance Committee**" will be established by a vote of the Board. The Finance Committee will consist of at least three Directors, and its purpose will be to oversee, or to assist in preparation and revision of the annual operating budget; monitoring of monthly or other periodic financial reports; establishing and monitoring of internal accounting and bookkeeping procedures; and other tasks relevant to organizational financial administration. This committee will be a subcommittee of the Executive committee and will be chaired by the Treasurer.
- (d) The Executive Committee, Personnel Committee and Finance Committee are collectively referred to as "**Standing Committees**".

Section 3. Standing Committee Voting and Quorum.

At least half of the voting membership of any Standing Committee (as established under Section 2 of this Article X) will be present to take action on any issue, and any Director may vote.

Section 4. Policy Committees.

- (a) The "**Building, Land Use, and Housing Committee**" will oversee and make recommendations to the Board concerning any housing issue in Central, including zoning, demolition, lot development, variances, special condition use permits, and so forth. It will hold regularly scheduled and publicized meetings.

- (b) The "**Economic Development Committee**" will oversee and make recommendations to the Board concerning any business or economic development issue in Central, including zoning, demolition, lot development, variances, special condition use permits, and so forth. It will hold regularly scheduled and publicized meetings.
- (c) The "**Community Leadership Committee**" will oversee and make recommendations to the Board concerning issues related to community engagement and relationship building, and issues related to the positive development and enrichment of youth in the Central neighborhood. It will hold regularly scheduled and publicized meetings.
- (d) The Building, Land Use, and Housing Committee, Economic Development Committee and Community Involvement Committee are collectively referred to as "**Policy Committees**".

Section 5. Policy Committee Voting.

Any Member is eligible to vote at any Policy Committee or Task Force meeting. Sign in rosters will be maintained at any committee or task force meeting of the organization. Rosters will be forwarded with the minutes of the meeting to the Secretary of the organization within 10 business days of the meeting.

Decisions made by a vote of the committee or task force will be forwarded to the full Board of Directors for review and final approval.

Section 6. Policy Committee Quorum.

Attendance of at least three voting members will constitute a quorum.

ARTICLE XI. CONFLICT OF INTEREST/INDEMNIFICATION.

Section 1. Director conflicts of interest.

The Central Area Neighborhood Development Organization, CANDO, will not enter into any contract or transaction with (a) one or more of its Directors, Officers, or a member of the immediate family of its Director or Officer, (b) a Director, Officer or a member of the immediate family of a Director or Officer, who holds a relationship with a organization with which CANDO does, or is preparing to do, business, or (c) an organization in, or of which, the corporation's Director or Officer, or member of the immediate family of its Director or Officer, is a legal representative, employee, or otherwise has a material interest in the organization; unless the material facts as to the contract or transaction and as to the interest of the Director(s) or Officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of two-thirds (2/3) of the Directors (not counting any vote that the interested Director or Officer might otherwise have, and not counting the interested Director or Officer in determining the presence of a quorum.) In light of the preceding sentence's mandate, the Board of Directors will adopt a policy specifying procedures to be followed by the corporation to approve any transactions where a conflict exists.

Directors and/or Officers will abstain from the discussion and vote on the issue for which they have a conflict.

Any violation of the Conflict of Interest Policy may result in suspension of contract(s), and/or removal of the offending Director(s).

The Board of Directors may established and revise additional Director and Member conflict of interest policies, provided, however, that any such additional policies will not be less stringent than this Article XI.

Section 2. Member conflicts of interest.

The Central Area Neighborhood Development Organization, CANDO, will not enter into any contract or transaction with (a) one or more of its members or a member of the immediate family of a member, (b) a Member, or a member of the immediate family of a Member, who holds a relationship with an organization with which CANDO does, or is preparing to do, business; or (c) an organization in, or of which, the corporation's member, or member of the immediate family of its member, is a legal representative, employee, or otherwise has a material interest; unless the material facts as to the contract or transaction and as to the interest of the Member(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of two-thirds (2/3) of the Directors. In light of the preceding sentence's mandate, the Board of Directors will adopt a policy specifying procedures to be followed by the corporation to approve any transactions where a conflict exists.

Members will abstain from the discussion and vote on the issue for which they have a conflict.

Any violation of the Conflict of Interest Policy may result in suspension of contract(s).

Section 3. Conflicts of interest: definitions.

For purposes of the prior sections, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, in-laws, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per Minnesota law, "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the Director or fixing the compensation of another Director as a Director, Officer, employee, or agent of the corporation, even though the first Director is also receiving compensation from the corporation.

Section 4. Conflict of interest policy.

The need for a conflict of interest policy that staff members, officers, Directors, and organization members will adhere to is established by Sections 1 and 2 of this Article. Such policy will be established and annually reviewed by the Board of Directors. At a minimum, such policy will require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it.

Section 5. Insurance.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or committee member of CANDO against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE XII. AMENDMENT OF THE BYLAWS

Section 1. Amendment of Bylaws.

- (a) Except as otherwise provided herein, the Bylaws may be amended by a two-thirds (2/3) vote of the members present at the Annual Meeting or a Special Meeting called for that purpose. Pursuant to Article VI, notice of the meeting of the members stating the purpose and the proposed amendment will be given to each Member entitled to vote on the proposed amendment.

- (b) These Bylaws may also be amended by the Board of Directors as follows:
- (i) The members, by majority vote of the members voting at a meeting duly called for the purpose, may authorize the Board of Directors, subject to clause (c), to exercise from time to time the power to amend these Bylaws, as is in accordance with State law, and in the manner prescribed in clause (ii).
 - (ii) When members have authorized the Board of Directors under clause (i) to amend these Bylaws, the Board of Directors, by a two-thirds (2/3) vote of the Directors who are present and entitled to vote on the proposed amendment, may amend these Bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendment will be given five (5) days in advance of such meeting.
 - (iii) The members, by a majority vote of the members present and voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board to exercise the power of the members to amend these Bylaws.

Section 2: Proposed Amendments:

Proposed changes to these Bylaws may be submitted as follows:

- (i) Any ten (10) members may propose an amendment by petition, which will be filed with the Secretary, and included for discussion on the agenda at a Special Meeting of the members duly called pursuant to Section 2 of Article VI, or at the next Annual Meeting, whichever is more timely (subject to the applicable notice requirements).
- (ii) The Board of Directors may propose an amendment to the Bylaws by resolution approved by a two-thirds (2/3) vote of the entire Board, at a regularly scheduled or special Board meeting. Any such resolution will set forth the proposed amendment and direct that it be submitted for adoption at the next scheduled meeting of the members.

ARTICLE XIII. FISCAL MANAGEMENT.

- (a) The Board will annually review and monitor a fiscal management policy.
- (b) All deeds, mortgages, bonds, contracts, or other instruments pertaining to the business or CANDO, and all checks, drafts, or other orders of the payment of money and all notes, bonds or other orders of the payment of indebtedness issued in the name of CANDO will be signed by such officers, agents, or employees of CANDO and in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE XIV. PROTECTION OF DIVERSITY.

Section 1. Policies and/or programs prohibited.

No program or policy will be enacted which favors or disfavors any group based upon race, creed, color, religious or philosophical views, gender, sexual orientation, age or disability.

Section 2. Programs encouraged.

- (a) Programs which promote and celebrate particular groups, cultures, and lifestyles will be encouraged so long as such programs do not violate Section 1 of this Article XIV.

- (b) Programs which celebrate and/or explore diversity, and promote understanding between individuals or groups, cultures and lifestyles will be encouraged.

ARTICLE XV. MISCELLANEOUS.

Section 1. Fiscal year.

The fiscal year of CANDO will be from January 1st to December 31st of each year.

Section 2. Meetings solely by means of "remote" communications and/or participation by "remote" communication.

Any meeting among Directors or a committee of the Board of Directors may be conducted solely by one or more means of remote communication (defined in the next sentence), if all so participate by such means, the same notice is given of the meeting as is required for those not undertaken by remote communications, and a quorum is present; for other meetings, any Director or Member may participate by conference telephone, or if the Board so authorizes, by other means of remote communication. Remote communications are those made via electronic communication, conference telephone, video conference, the Internet, or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting by that means constitutes presence at the meeting. Such meetings must be approved by all voting members of the Board.